

HELM
FINANCIAL CORPORATION

VIA AIR COURIER

January 21, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 17859-A

FILED

FEB 3 '98

1-50PM

RE: Termination Agreement dated May 1, 1994 by Union Pacific Railroad Company
("Lease Termination").

Dear Mr. Williams:

On behalf of Union Pacific Railroad Company, I submit for filing and recording,
under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the
following document:

Three (3) fully-executed originals of the above-referenced Lease
Termination.

In connection with the recording of the Lease Termination, please note the
following information:

Name and Address of Lessor: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179


Name and Address of Lessee: The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105

Equipment: Forty-two (42), railcars as more fully described
in the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Lease filed on July 6, 1992 under
Recordation No. 17859.

Please file the Lease Termination as a supplementary document under Recordation
No. 17859-A and return one (2) endorsed original to my attention. A check
covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,


Eric W. Stoll
Document Administrator

/es
Enclosures (3)

FEB 3 '98

1-50PM

TERMINATION AGREEMENT

THIS AGREEMENT ("Agreement") to terminate the Lease of Railroad Equipment dated as of May 18, 1992, as amended (the "Lease"), between UNION PACIFIC RAILROAD COMPANY ("Lessor") and KANSAS CITY SOUTHERN RAILWAY COMPANY, as assignee of SouthRail Corporation ("Lessee") is made as of May 1, 1994 between Lessor and Lessee.

R E C I T A L S:

- A. Lessor and Lessee are parties to the Lease pursuant to which the forty-two (42), 100-ton, 2,970 cubic foot capacity, covered hopper railcars bearing the reporting mark and numbers SR 25061-25102 (the "Units") were leased by Lessor to Lessee.
- B. The parties desire to terminate the Lease for the Units.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

1. The Lease shall be deemed to have terminated as of March 3, 1994.
2. Any obligations under the Lease with respect to the Units incurred prior to such termination shall survive the termination of the Lease with respect to such Units. Any obligations of either party, the terms of which provide that they shall survive termination of the Lease, shall survive, including without limitation indemnity obligations.

IN WITNESS THEREOF, Lessor and Lessee each pursuant to due authority have caused this Agreement to be signed in their respective corporate names as of May 1, 1994.

LESSOR

LESSEE

UNION PACIFIC RAILROAD COMPANY

THE KANSAS CITY SOUTHERN RAILWAY
COMPANYBy: Charles R. EiseleBy: Robert H. BerryPrint Name: Charles R. EiselePrint Name: Robert H. BerryTitle: Vice President-PurchasingTitle: CFD

APPROVED AS TO FORM

R.P. Berry

STATE OF NEBRASKA)

COUNTY OF DOUGLAS)

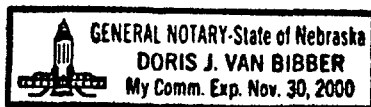
) S.S.

On June 18, 1997, before me, Doris J. Van Bibber
personally appeared Charles R. Eisler, VP-Purchasing
of UNION PACIFIC RAILROAD COMPANY,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



[Notarial Seal]

Doris J. Van Bibber
SIGNATURE OF THE NOTARY

STATE OF MISSOURI)

COUNTY OF JACKSON)

) S.S.

On October 13, 1997, before me, Patricia A. Sexson
personally appeared Robert A. Berry, Chief Financial Officer of
KANSAS CITY SOUTHERN RAILWAY COMPANY,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

[Notarial Seal]

Patricia A. Sexson
SIGNATURE OF THE NOTARY

PATRICIA A SEXSON
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP. OCT. 22, 1998